

The Constitution

of

*The Nigerian Association
of West Michigan*

USA



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THE CONSTITUTION

OF

THE NIGERIAN ASSOCIATION OF WEST MICHIGAN U.S.A, A NON - PROFIT ORGANIZATION

MISSION STATEMENT:

WE, THE SONS AND DAUGHTERS OF NIGERIA, WEST AFRICA MOTIVATED BY THE DESIRE TO FORM A NON-PROFIT ORGANIZATION OF NIGERIAN PEOPLE IN UNITED STATES, FOR THE PURPOSE OF PROMOTING NIGERIAN UNITY, INTEREST AND PROGRESS, FOR SUPPORTING AND EXTENDING HANDS OF FELLOWSHIP TO ITS MEMBERS, FOR SHARING THE RICH NIGERIAN CULTURAL HERITAGE WITH OTHER COMMUNITIES IN THE UNITED STATES OF AMERICA, AND FOR PROVIDING ECONOMIC, EDUCATION AND HUMANITARIAN SUPPORT TO PEOPLE OF NIGERIA AND OUR COMMUNITIES IN UNITED STATES OF AMERICA, DO HEREBY ESTABLISH THIS CONSTITUTION OF THE NIGERIA ASSOCIATION OF WEST MICHIGAN, USA.

ARTICLE I *Name, Objectives, Motto and Office*

Section 1: Name

This organization shall be recognized, incorporated and called The "Nigeria Association of West Michigan", hereinafter referred to as NAWM (and to be pronounced NAM)

Section 2: Objectives

The objectives of the NAWM are:

- a) To organize people of Nigeria as a unified community in West Michigan for the purpose of promoting Nigerian unity, education, health, culture and economic development.
- b) To provide and support development and humanitarian assistance to people in West Michigan U.S.A, Nigeria and its friends whenever and wherever possible.
- c) To promote and share the rich culture, tradition, history, and achievements of Nigerian people through a variety of activities such as education, symposia, technology, music and arts.
- d) To form alliance with other public and private foundations, agencies or organization in providing assistance to the less privileged members of our society.

Section 3: Motto

The motto of the NAWM shall be: **Unity, Orderliness, Purpose and Progress**

ARTICLE II

Status as a Non-Profit Organization

- A. This organization is a nonprofit mutual benefit corporation organized under the nonprofit mutual benefit corporation law. The purpose of this organization is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law.
- B. Notwithstanding any of the above statements of purpose and powers, this organization shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of this organization.
- C. This organization is organized and operated exclusively for purposes within the meaning of Section 501(c) (3), Internal Revenue Code.

ARTICLE III Section 1:

The Organizational Structure

The NAWN shall be organized according to the following structure:

- a. The General Assembly
- b. The Executive Council

The roles and responsibilities of these arms are defined in the following sections and also defined in the By-law.

Section 2: General Assembly

The General Assembly is the highest authority in the NAWN and with their collective voting power shall reserve the authority to ratify or approve any election, appointment, actions or activities of the Executives Council and/or any other organ of the organization. The General Assembly also reserves the right to authorize the implementation of projects or activities of the NAWN.

- a. Membership shall be open to sons, daughters, son-in-laws and daughter-in-laws or children of any person born of Nigerian origin.
- b. Admission to membership is attained upon completion of the approved application form, and payment of the appropriate membership fees and dues as stated in the NAWN Constitution or Bye-laws.
- c. The right to vote and to be voted for is conferred only on those persons admitted as regular members of the NAWN and in good financial standing.
- d. To be member in good financial standing, the member shall be current with his or her fees, dues and levies.
- e. Any member delinquent in his/her fees, dues or levies for three (3) months after the due date, shall be deemed not to be in good financial standing.
- f. The NAWM shall have a legal adviser who shall periodical advice the organization on legal matter.

Section 3: The Executive Council

The Executive Council is the Administrative Organ of the NAWN and through the collective effort of its members provides leadership to the organization. The Executive Council shall be specifically responsible for formulating, implementing and executing all recommendations and programs approved by the NAWN and among others:

- a. It shall at all time interface with the appropriate committees.
- b. In case of emergency, the Executive Council, in the interest of the organization shall carry out decision, and report the said decision or action to at least the $\frac{3}{4}$ of members within forty-eight hours. Such decision is subject to ratification by the general assembly during the next meeting.
- c. The President with the Executives Council has authority to appoint Ad-hoc committee as and when necessary to assist the organization in meeting a

specific task or objective, such committee shall cease to exist as its assignment is completed.

d. The Executive Council shall consist of all the following offices:

I. The President

II. The Vice President

III. General Secretary

IV. Deputy General Secretary

V. The Treasurer

VI. The Financial Secretary

VII. The Director of Social & Special Duties

Section 4: *Duties and Responsibilities of the Executive Council*

I. **The office of the President:**

The President is the Head of the Executive Council, and as such, the Chief Administrative Officer, official representative and spoken-person of the NAWM.

- a. The President shall in collaboration with other executives be responsible for enforcing the Constitution and By-law of the Union, and implementing the mandate and resolutions of the Executive Council and the organization.
- b. The President shall through the collective efforts of the members of the Executive Council be responsible in preparing the Union's annual budget and project proposal, for General Assembly approval
- c. The President shall be one of the signatories to all documents of the NAWM including contracts, checks, deeds, mortgages, bonds and other instruments.
- d. The President shall preside over Executive Council and General Assembly meetings.

- e. The President is accountable to the Executive Council and the General Assembly.

II. The OFFICE of the Vice President:

- a. The Vice President shall also act as the Director of the Membership Affairs. As the director of the Membership, He/She is responsible for membership drive.
- b. Working with the Secretary General, the Vice shall keep records of membership drive. Organize and schedule home or hospital visits and condolences as when required.
- c. In the event that the president is unable to perform his or her duties due to illness, or absence, the Vice President shall have the authority to perform all the prescribed duties of the president, subject to all the restrictions on the President as contained in this constitution and the By-law/s of the NAWM.
- d. And in the circumstance that the President resigns, impeached or incapacitated, the Vice President shall be sworn in as the President to complete the remainder of the term, while the General Assembly shall elect/appoint a new Vice President.

III. *The office of the General Secretary.*

- a. The General Secretary is the chief custodian of all non-financial records typically of a Secretariat, including the original copies of the constitution and bye-laws, and the Seal of the NAWM, and provides access to such documents, following the direction of the President or general assembly.
- b. Records the minutes and maintain meeting proceedings of the Executive Council and the General Assembly meetings. Record the minutes/proceedings of all meeting at all level and circulate all meeting information through various medium via email /publication /or surface mail.

- c. Ensure that all notices about Executive Council and General Membership meetings are conveyed to members.
- d. Record any resignations or dismissals, including date and reasons on which said membership ended.
- e. Perform other duties as may be directed by the President, the Executive Council and the General Assembly.

IV. The office of the Deputy General Secretary

- a. Deputy Secretary General- The deputy secretary-general shall take over the duties of the secretary-general in his/her absence.
- b. He/she may be called upon by the secretary-general to perform certain specific functions relating to the administration of the association at any time and as circumstances may dictate.
- c. Maintain and updates information list of names and addresses of all current officers, past officers and members

V. The office of the Treasurer:

- a. The Treasurer shall be the custodian of all financial instruments including the check - books, and shall also be a party to all financial transactions.
- b. The Treasurer shall deposit all monies collected on behalf of the Organization to a specified financial institution within forty-eight business hours after receipt of such funds, unless authorized to act otherwise by the General Assembly.
- c. Shall publish and circulate a written account of the finances of the NAWM. Such report shall be physically affixed to the minutes of the Executive Council or General Assembly during the monthly meeting.

The Treasurer shall be responsible for disbursement of all funds approved by the Executive Council and/or General Assembly.

VI. *Financial Secretary:*

- a. The Financial Secretary is the Chief Financial Officer of the NAWM, and shall keep the organization in good financial and corporate status.
- b. The Financial Secretary shall submit all financial statements to government agency(s) as required by the law.
- c. The Financial Secretary shall be one of the signatories to all documents of the NAWM including contracts, checks, deeds, mortgages, bonds and other instruments.
- d. The Financial Secretary shall be responsible for keeping record of all monies collected and expenditure made.
- e. He shall keep and maintain records of all cancelled or/and returned checks and make such records available when called to do so.
- f. The Financial Secretary shall reconcile all financial records and accounts monthly; present monthly financial Status update as well as a detailed quarterly financial report to the General Assembly.
- g. Also the Financial Secretary shall provide books for audit thirty days prior to expiration of his or her term or/and whenever called to do so.

VII. *Director of Social & Special Duties*

- a. The Director of Social & Special duties is in charge of social and cultural affairs of the NAWM. The responsibilities includes, but are not limited to organizing and coordinating social and cultural activities such as educational, musical, art and cultural symposia.
- b. The Director of Social & Special Duties is also responsible for implementing sanctions imposed by the President or the general Assembly on matters concerning decorum during meetings.

ARTICLE IV *Fiscal, Operating & Allied Matters*

Section 1: *Membership Fees, Dues & Levies*

There shall be no registration fees for new and old members. Members(household) shall be required to pay annual dues. The organization may, when or where necessary, if approved by the General Assembly, levy members(per household) for a specific task or project.

- a. ***Registration Fees:*** Applicant for membership to this organization shall be free per household.
- b. ***Due:*** All registered HOUSEHOLD must pay dues in an amount of \$20/month per household or \$240/year per household.

If the organization's fund becomes inadequate to cover anticipated needs, members may vote to increase the monthly/annual dues.

- c. ***Levies:*** Members may be required to pay special levies or make contributions or donations to implement special projects approved by the General Assembly. Funds raised to implement special projects shall be used solely for that project. After the completion of a special project, balance of monies or funds raised specifically for such project shall be deposited to the general fund of NAWM within not more than two weeks from the completion of the project.

Section 2: *Financial Management of Organization*

The business, financial, and record keeping of the NAWM shall be managed by the Executive Council and the General Assembly of the NAWM.

- A. All financial decisions made by the Executive Council shall be subject to ratification by the General Assembly. All unbudgeted expenses exceeding a total of \$200 must be approved by the General Assembly.
- B. The Executive Council is required to publish financial updates on the Agenda each meeting and to announce monies received at the end of each meeting.
- C. General Report and detailed financial report should be given by the executive council to the general Assembly every six months. Such reports should be printed and made available to each member.
- D. The financial records shall be available to any member who has declared a desire to see it during a general meeting.
- E. The General Assembly shall reserve the right to appoint auditors (internal or external or both) to examine the books of the NAWM. Failure to provide needed records within one week from the date it was requested would be considered an abandonment of office except where cogent reasons, acceptable by 2/3 majority of the members are advanced.

Section 4: Accountability and Financial Management

Adoption of Accountability Doctrine: The NAWM will adopt an accounting (fund accounting practices typical and proper for a non-profit organization).

ARTICLE V Elections, Nomination, Term of Offices & Resignations

Section 1: Election:

For the purpose of general elections, a three man/woman committee shall be appointed by the General Assembly. The committee shall establish clear guidelines for free and fair elections through secret ballot or proxy, and in accordance with the constitution and bye-law/s

- a. The Election Committee shall reserve the right to set its rules and guidelines, provided such rules or guidelines are in accordance with the constitution and By-law/s.
- b. Voting shall be by secret ballot or proxy.
- c. Election shall be by a simple majority vote of the members.
- d. In case of a tie vote or dispute, contestants would be asked to speak to the general assembly for 5 minutes each on their plans for the office; after which a second ballot shall be cast. In the event of a second tie, the winner shall be decided by casting lots.
- e. The election committee may organize an election forum for aspirants on the day of election.

Voting by Proxy: All dues paying members who because of unavoidable circumstances are unable to attend scheduled meeting for general election can advise of their intention to vote by proxy, (1 or 2 weeks prior to election).

Section 2: Election & Appointment Dates For All Officers:

- a. Executive Council: Election for the Executive Council shall take place by **two months before the expiration of the terms of the incumbent officers** and the winners of that election shall be sworn into office on that day. Handover process begins on this day and must be completed at the date of expiration of the tenure.

Section 3: Nominations for the Elections of the Executive Officers:

- a. There shall be open/self nominations to all elective offices in the NAWM.
- b. In case there is no candidate for the office(s) for the election, The Electoral Committee shall reserve the authority to nominate, interview, recruit and

appoint officers of the Union. In such a situation, the General Assembly may replace the appointee in a future election held before the term limit.

Section 4: Term of Office for the Executive Council:

- a. The terms of office for members of the Executive Council, the President, Vice President, the General Secretary, The Treasurer, and the Director of Social Special Duties, & Financial Secretary shall be two years.
- b. No person elected/appointed to the Executive Council shall hold the office for which he/she is elected/appointed for more than two terms consecutively, unless or otherwise expressed here in the constitution or by-law/s.

Section 5: Resignations:

- a. Any elected officer who resigns his or her position must notify the President in writing stating the effective date of resignation.
- b. In case an officer ceases to perform his/her duties or is absent for three consecutive meeting without permission, the executive and general assembly shall be notified. The Executive Council shall write to ascertain his or her situation or reason, but if he or she fails to respond or that the reason is inexcusable, the officer shall be deemed to have resigned his or her position or office.
- c. Upon receipts of the notification of resignation of any officers, the President shall inform the General Secretary to officially record such resignation, and also inform the Executive Council and the General Assembly.

There shall be elections for the purpose of filling the vacant seat within a period of sixty days of such notification.

ARTICLE VI Meetings, Attendance & Participation

Section 1: General Membership Meetings

- a. General Assembly meetings shall be convened every first Sunday of the month. In case of emergency, the Executive Council may call meetings at any other time.
- b. The power to convene general meetings is expressed through the office of the president, or in case of emergency or special circumstance, through the Executive Council or the General Assembly. In such circumstances, two-third of the Executive Council shall sign a petition or forty percent of regular members of the NAWM shall sign a petition to convene the general meeting for the sole purpose of dealing with the specific matter.
- c. There shall be a quorum of one fifth of the registered members and two-third of the members of the Executive Council present at all general meetings.
- d. No business at meeting requiring formal motion shall be carried out at a meeting at which a quorum is not present.
- e. Each member is entitled to one vote on all matters requiring a decision by vote provided the member is present at the meeting. Voting at regular meeting shall be by voice or roll call, and as stated by by-law/s
- f. Any action taken by a majority of members at a meeting where there is a quorum, shall constitute an action of the NAWM, and shall be binding on the members.
- g. All members are expected to attend all meetings for which they have been duly notified as specified in this constitution and By-law/s.
- h. All meeting procedures shall be governed by the Robert's Rules of Order, in cases to which they apply as long as such rules do not contravene the Constitution and Article of Incorporation, and By-law/s of NAWM.

Section 2: Executive Council Meetings

The Executive Council shall perform any or all duties imposed upon it by the Constitution and By-law/s of the NAWM.

- a. The Executive Council meeting shall meet at least once every month.
- b. The power to convene Executive Council meeting is expressed through the office of the president, or in special circumstance, one-third of the Executive Council shall sign a petition to convene such a meeting. Quorum is required of all meetings for it to be valid.

ARTICLE VII Disciplinary Actions & Conflict Resolution

Section 1: Suspension and Expulsion of Member

- a. No member who maintains current status through payment of membership fees/dues may be suspended or expelled for any reason except through due process established by the NAWM constitution and by-law/s. Such process must ensure that any suspension or final expulsion decision be made on the following grounds:
- b. That the activities and conduct of the individual, institution or organization is clearly inimical to the objective of the NAWM, including but not limited to such actions as misrepresentation of the organization, willful and consistent violation of the NAWM rules, regulations and code of conduct.

For purposes of suspensions or expulsions, the General Assembly must decide, with a vote of a two-thirds majority taken at the General Meeting of the NAWM.

Section 2: Conflict Resolution

- a. All disputes arising from attendance, execution, operation and or administration of the laws of the NAWM shall be resolved within the proscriptions and provisions of the Constitution and By-law/s, and any other applicable state and federal laws
- b. In all disputes arising from the activities of the NAWM, members shall first seek redress through the conflict resolution apparatus of the organization. The NAWM encourages any aggrieved member to bring the matter to the Executive council.

The Executive council shall try to resolve the matter, but if it could not, it shall then refer the matter to a conflict resolution committee set for that purpose.

- c. No member shall take a member of the NAWM to the court without giving the conflict resolution committee of the NAWM the opportunity to resolve the matter within.
- d. Any member that fails to do so shall be disciplined by the NAWM.
- e. The Executive council shall appoint a conflict resolution committee of elders or respectful members.

Section 3: Impeachment and Recall:

In no circumstances shall any elected/appointed officer of the Executive council of the NAWM be impeached or recalled from office without a two third majority vote of the General Assembly in a meeting where a half of the registered members are present.

Section 4. Standing committees/ Board of Patrons:

PATRONS

The NAWM shall honor officers or members who had served faithfully as Patrons. Patrons are to serve as advisors to the executive and are to be specially recognized in all social events.

Standing Committees:

The president in consultation with the Executive members shall reconstitute the following committees with different responsibilities: Social and Cultural, Education, Economic and Finance, Health and Social welfare.

ARTICLE VIII Compensation and Benefits.

Section 1: Compensation

The Officers shall serve without compensation except but they shall be allowed and paid the actual and necessary expenses incurred on behalf of this organization (corporation).

Section 2. Benefits

NAWM executive shall develop benefit package for the organization.

Section 3. Organization invitation

NAWM shall honor invitation from other organizations. The minimum amount for such invitation shall be \$50 from NAWM pocket and any voluntary contributions from the members.

Article IX: Non-Liability of Officers/ Agent, indemnification, Amendment(s) & Dissolution

Section 1. Non-liability of Officers/ Agents.

The officers and or agents of this organization shall not be personally liable for the debts, liabilities, or other obligations of the organization (corporation).

Section 2: Indemnification by Corporation of Officers, Employees, and Other Agents

- a. To the extent that a person who is, or was, an officer, employee or other agents of this organization has been successful on the merits in defense of any civil, criminal, administrative or investigative proceedings brought to procure a judgment against such person by reason of the fact that he or she is, or was, an officer or agent of the organization, or has been successful in defense of any claims, issue or matter, therein, such person shall be indemnified to the fullest extent within the provisions of the Law against expenses actually and reasonably incurred by the person in connection with such proceeding.
- b. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall

be provided by the organization but only to the extent allowed, and in accordance with the requirements of the State law.

Section 3: Amendment(s)

No part of this Constitution and Article of Incorporation shall be amended or suspended without adoption of appropriate motion brought by a regular member or members in good standing at a general meeting of the NAWM called specifically for that purpose, at which TWO-THIRDS of the registered members of the organization are present. The Constitution shall stand amended when TWO-THIRDS of the members present at that meeting have voted in favor of such proposed amendment after the proposed amendment or amendments has/have been discussed in two consecutive meetings previously.

Section 4: Dissolution

Upon dissolution of the organization, all funds that have accrued to this organization, following disbursement to settle all obligations owed by the organization and meeting all the constitution and by-law/s of the organization shall be distributed to other charitable organizations in accordance with the Internal Revenue Service Code Section 501 (c) (3).

WRITTEN CONSENT OF THE EXECUTIVE PRESIDENT, BOARD OF DIRECTORS AND SECRETARY ADOPTING THE CONSTITUTION: We, the undersigned, are all of the persons named as the initial President and General Secretary of this

Organization, and pursuant to the authority granted to us by the constitution and by-law/s to take all action necessary and proper to execute the business of this organization, accept the foregoing as the Constitution of this organization as was dully adopted during the General Assembly meeting on ...